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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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RECEIVED

FORM D

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2002 Estimated average burden hours per response... 1

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY							
Prefix		Serial					
DATE RECEIVED							

Name of Offering (check if this is	an amendment and name has	s changed, and i	ndicate	change.)			
Filing Under (Check box(es) that apply):	[] Rule 504 [] Rule 505	[X] Rule 506	[] Sec	tion 4(6) [] ULOE			
Type of Filing: [X] New Filing	[] Amendment		W	PROCESSED			
THE CONTRACT OF THE CONTRACT O	A. BASIC IDENTIFICATION	ON DATA	MICHAEL (MICHAEL MARCHAEL)				
Enter the information requester	ed about the issuer	e dikalah mengalan persekangan bersaman dan pengan pengan mengah mengah mengah pengangan pengan mang-		THOMSON FINANCIAL			
Name of Issuer (check if this is a	in amendment and name has c	changed, and ind	licate ch	nange.)			
Smashing Holdings LLC							
Address of Executive Offices Telephone Number (Including Ar	(Number and Street, City, Strea Code)	ate, Zip Code)	***************************************				
c/o Trautman Wassserman & Co	ompany 500 Fifth Avenue, Suite	e 1440 New Yorl	k N Y 10	110 (212) 575 5500			
Address of Principal Business O (Including Area Code) (if different from Executive Office		t, City, State, Zip	Code)	Telephone Number			
SAME							
Brief Description of Business Film Production and Fina	ncing	1886-1886	ana and an ann an ann an ann an ann an ann an				
Type of Business Organization		. Mangan i dinggi yikidan dan dice ya anganjagi kidan kepipan yaken ika dia dice kata kan kenjangan kenin kenja					
[] corporation	[] limited partnership, alread	•	-	er (please specify):			
[] business trust							

Month Year

Actual or Estimated Date of Incorporation or Organization: [10] [2004] [X] Actual [] Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [U] [S]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

*Promote					
Check Box(es) that Apply:		Beneficial [Dwner] Executive Officer	[] Director [X]	General and/or Managing Member
Full Name (Last nam	e first, if individual)	uantan siantan makan makan mendengan salah sebagai sebagai sebagai sebagai sebagai sebagai sebagai sebagai seb	as jakot (konservanne lugos upravatne asas (to tributan et e mussu va job sk ardibe t (hont	ministrativa populari por primari e su	aler den die des de des de
Mark Barbera					
Business or Residen	ce Address (Number	and Street, City	, State, Zip Code	9)	
Trautman Wasserma	ın & Co., Inc. 500 Fift	h Avenue Suite	1440, New York	NY 10110	
Check Box(es) that Apply:		eneficial [wner] Executive Officer	[] Director [X]	General and/or Managing Member
Full Name (Last nam	e first, if individual)	uungaanaan taluutet (1977–1970) (1974–1974) ka sala kaket (1984–1980) (1970–1970) ka sala sala sala sala sala s	овы оцимпин сы пост предиценную места повывают составля по настранения предоставля по настранения поставля по	n norm gera ana antana ann ann ann ann ann ann an an an an	амынассын эле электорого айтан үүн үүн үүн үүн үүн үүн үүн үүн үүн ү
Robert Spiegel					
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Trautman Wasserma	ın & Co., Inc. 500 Fifi	:h Avenue Suite	1440, New York	NY 10110	
Check Box(es) that Apply:	[X] Promoter [] E	Beneficial Dwner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam	e first, if individual)	a yayay ka maka dan asan ka maka ka		ner i gewoenswaar de skriedenings en oak on de skriedenings en oak	00000000019 **** *** *******************
Trautman Wasserma	in & Co., Inc				
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Trautman Wasserma	in & Company, Inc	500 Fifth Avenu	ie, Ste. 1440, Ne	w York, NY 1011	0
Check Box(es) that Apply:		eneficial [wner] Executive Officer	[] Director [X]	General and/or Managing Member
Full Name (Last nam	e first, if individual)			t for yet the contract of the state of the s	
James Palmer					
Business or Residen	ce Address (Number	and Street, City	, State, Zip Code)	
Trautman Wasserma	n & Co., Inc. 500 Fift	th Avenue Suite	1440, New York	NY 10110	
Check Box(es) that Apply:	[] Promoter [] B	eneficial [wner] Executive Officer	[] Director []	General and/or Managing

Partner

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Full Name (Last nam	e first, if individual)	MCP (M. M. M	ayat mataminda in a sin ana ang ang ang ang ang ang ang ang an	en e
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Full Name (Last nam	e first, if individual)	Sancia de ventre en inverse que que que respecta del minimi de mesa de mayor (com en encograpio de la dele	agginative reflection and and and continue was now now any copyright of city reflection than the second	«Феспания» на принципания на принци
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Full Name (Last nam	e first, if individual)			ANA MANAGERIA (S. 18.) - A A PARAGERIA (S. 18.) - A REGIONAL (S. 1
Business or Residen	ce Address (Number and Street	, City, State, Zip Co	de)	
(Use blan	nk sheet, or copy and use add	litional copies of th	nis sheet, as nece	essary.)
	B. INFORMATIO	N ABOUT OFFERIN	NG	
1. Has the issuer solo offering?	d, or does the issuer intend to se	ell, to non-accredited	d investors in this	Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?										\$500,000			
3. Does the offering permit joint ownership of a single unit?											Yes [X]	No []	
directly connect person list the	or indirection with or agen name of s of suc	ectly, any n sales of nt of a bro f the brok	comn secur ker or er or o	nission or ities in th dealer re lealer. If	r similar r e offering egistered more tha	emunerag. If a per with the s n five (5)	ition for so son to be SEC and/ persons	olicitatior listed is or with a to be list	paid or g of purcha an associ state or s ed are ass at broker o	asers ir ated states, sociated	1	i J	
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Trautm	an Was	serman 8	k Co., l	Inc.									
Busine	ss or Re	esidence /	Addres	ss (Numb	er and S	treet, Cit	y, State, 2	Zip Code)	***************************************	******************************	7:************************************	
500 Fif	th Aven	ue, Suite	1440,	New Yor	k, New Y	ork 1011	0						
Name (of Assoc	ciated Bro	ker or	Dealer	2000-200-2 4 (1990 -01) - 110-40 (1990-200-00)	ti i i i i i i i i i i i i i i i i i i	errestrationales de la company de la comp	an n se ns personal est est en en en est en	ringer (der der er e	90°C400C0X0334444444444444444444444	TOTAL CONTROL	7770 000000000000 000000000000000000000	
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[IL] X [MT]	[IN] X			[KY] X	[LA] [NM]	[ME]	[MD] X	[MA] X		[MN]	[MS]	[MO] [PA] X	
[RI] X	[NE] [SC]	[NV] X [SD]	[TN]	-	X[UT]	[NY] X [VT]	[VA] X	[ND] [WA]	[OH] X [WV]	[OK] [WI]	[WY]	= =	
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		r also in A						4			₹		

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	10	\$9,375,000
Non-accredited Investors	0	\$
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		Ψ
Answer also in Appendix, Column 4, it filling under OLOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
	Type of Security	Dollar Amount
Type of offering	Type of occurry	Sold
Rule 505		.\$
Regulation A		\$
Rule 504		\$
Total		.\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees		[]\$
Printing and Engraving Costs		[X]\$ 10,000
Legal Fees		[] \$
Accounting Fees		[] \$
Engineering Fees		[] \$
Sales Commissions (specify finders' fees separately) Other Expenses (identify) Travel etc		[] \$2,500,000 [] \$ 40,000
Total		[] \$2,550,000
i otal		[] \$2,000,000
b. Enter the difference between the aggregate offering price given in response to 1 and total expenses furnished in response to Part C - Question difference is the "adjusted gross proceeds to the issuer."	1 4.a. This	\$22,450,000
o. Indicate below the amount of the adjusted gross proceeds to the issue	useu	

or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Payments to Officers, Directors, & Affiliates	Payments
Salaries and fees		[]\$	[] \$
Purchase of real estate		[]\$	[]
Purchase, rental or leasing and installation of mac		[]\$	[] \$
Construction or leasing of plant buildings and faci	ities	[] \$	[] \$
Acquisition of other businesses (including the valuse securities involved in this offering that may be use exchange for the assets or securities of another in pursuant to a merger)	ed in ssuer	[]	[]
Repayment of indebtedness		[] \$	[] \$
Working capital		[X] \$250,000) [] \$
Other (specify):		[]	[]
Investment in Smashing Pictures Notes		[X] \$22,200,000	[]
Column Totals		[]	[] \$
Total Payments Listed (column totals added)		· ———	2,450,000
D. FEDERAL	SIGNATURE	Encolection (and a constant and a co	riitissekistaa uuussaanaanaa kasaanaaniitiskateististootiinista
The issuer has duly caused this notice to be signed by is filed under Rule 505, the following signature constitutes Securities and Exchange Commission, upon written reto any non-accredited investor pursuant to paragraph (tes an undertaking by the is quest of its staff, the inform	ssuer to furni	sh to the U.S.
Issuer (Print or Type)	Signature	Date	and the Market Art to the contemporary and the second second second second second second the Market Second Sec
Smashing Holdings LLC Name of Signer (Print or Type)	Title of Signer (Print or Typ		r 10, 2005
Mark Barbera	Managing Member Smash Management LLC – Management LLC	ning Holdings	
ATTE	NTION		
Intentional misstatements or omissions of fac		nal violation	s. (See 18

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No [] [X]"
See Appendix, Column 5, for state response.	

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date			
Smashing Holdings LLC	Mendel	October 10, 2005			
Name of Signer (Print or Type) Mark Barbera		Managing Member Smashing Holdings Management LLC – Managing Member of Smashin			

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		2					>>>>>>>>>>>>>>>>>>>>>>>>>>>>>>>>>>>>>>		
j I	3					4 5			
1	1	end to sell	Type of security	30 4-1 1 1 1					Disqualification nder State ULOE
,	8	to non- ccredited	and aggregate						(if yes, attach
	8	vestors in	offering price	990		vestor and	_		explanation of
	The second secon	State	offered in state (Part C-Item 1)	8		nased in State -Item 2)	9		waiver granted) (Part E-Item 1)
ļ	(Pa	rt B-Item 1)	(/ a.r. o .t.o //		(, a,, o				(and a month)
04-4-		NI		Number of Accredited		Number of Non- Accredited	A	V	Ne
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